

RECORDATION NO. 27830 -K
FILED

MAR 03 '11 -12 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 3, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of February 28, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Lease Agreement for Schedule No. 8 previously filed with the Board under Recordation Number 27830-I.

The names and addresses of the parties to the enclosed document are:

Assignor Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Assignee: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Chief
Section of Administration
March 3, 2011
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A description of the railroad equipment covered by the enclosed document
is

150 railcars: AOKX 492150 - AOKX 492299

A short summary of the document to appear in the index is.

Memorandum of Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT dated as of February 28, 2011, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and FIRST UNION RAIL CORPORATION, a North Carolina corporation ("FURC").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as Lessor, has leased one hundred fifty (150) newly built 3,250 cubic foot capacity, 286,000 lbs. GRL cement covered hopper railcars with three 30-inch circular loading hatches and two Miner MKE 10513 13-inch by 42-inch low-profile discharge gates, bearing reporting marks and numbers as AOKX 492150 through AOKX 492299, inclusive (the "Cars") to Wedron Silica Company, pursuant to that certain Lease Agreement dated as of October 1, 2008, and Schedule No. 8 thereto dated October 1, 2010 (Schedule No. 8 and the Lease Agreement as it pertains to Schedule No. 8 collectively, the "Lease").

B. The Lease Agreement was recorded with the Surface Transportation Board on March 11, 2009 under recordation number 27830. Schedule No. 8 to the Lease was recorded on January 21, 2011 under recordation number 27830-I.

C. Greenbrier and FURC are parties to that certain Assignment and Assumption Agreement dated February 3, 2011 and that certain Assignment and Assumption Schedule No. 1 dated February 28, 2011, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease with respect to the Cars to FURC.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour
Name: Richard F. Seymour
Title: Vice President Sales & Marketing

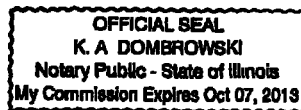
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of Assignment was acknowledged before me, the undersigned Notary Public, in the State of Illinois, County of Cook, this 28th day of February, 2011, by Richard F. Seymour, as Vice President of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation.

K. A. Dombrowski
Notary Public

My commission expires: 10/7/2013

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written

GREENBRIER LEASING COMPANY LLC

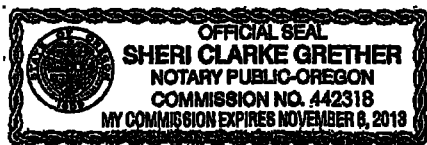
By: [Signature]
Name: Larry Stanley
Title: Vice President

STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

On this 24th day of February, 2011, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

[Signature]
Notary Public

My commission expires. November 8, 2013



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/3/11



Robert W. Alvord